

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2006

Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2006, or tax year beginning

12/01

, 2006, and ending

11/30/2007

G Check all that apply

☐ Initial return☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE ANSCHUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1727 TREMONT PLACE

City or town, state, and ZIP code

DENVER, CO 80202

A Employer identification number

74-2316617

B Telephone number (see page 11 of
the instructions)

(303) 308-8220

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

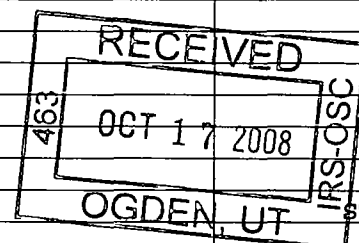
☐ Other (specify)

16) \$ 1,195,692,532.

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc. received (attach schedule)	443,032,500.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,507,875.	3,507,875.		STMT 1
4	Dividends and interest from securities	27,380,393.	27,380,393.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	517,198,748.			
b	Gross sales price for all assets on line 6a 788,504,981.				
7	Capital gain net income (from Part IV, line 2)		517,198,748.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,371,295.	1,371,295.		
12	Total. Add lines 1 through 11	992,490,811.	549,458,311.		STMT 3
13	Compensation of officers, directors, trustees, etc.	234,826.	23,483.		211,343.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 4	25,848.	NONE	NONE	25,848.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 5	3,080,332.	3,080,332.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	1,641,526.	1,628,811.		12,715.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,952.	495.		4,457.
22	Printing and publications	3,553.			3,553.
23	Other expenses (attach schedule) STMT 7	2,086,739.	2,073,391.		13,348.
24	Total operating and administrative expenses. Add lines 13 through 23	7,077,776.	6,806,512.	NONE	271,264.
25	Contributions, gifts, grants paid	63,076,654.			63,076,654.
26	Total expenses and disbursements. Add lines 24 and 25	70,154,430.	6,806,512.	NONE	63,347,918.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	922,336,381.			
b	Net investment income (if negative, enter -0-)		542,651,799.		
c	Adjusted net income (if negative, enter -0-)			-0-	



For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

**STMT 6

Form 990-PF (2006)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	48,876,666.	389,101,326.	389,101,326.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges STMT 8.	354,197.	9,077,411.	9,077,411.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 9.	420,953,459.	532,738,504.	685,296,504.
	c Investments - corporate bonds (attach schedule) . STMT 10.	2,523,904.	2,335,818.	744,789.
	11 Investments - land, buildings, and equipment basis ▶	21,558.		
Less accumulated depreciation (attach schedule) ▶	21,558.			
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 11.	56,928,548.	82,206,895.	111,472,502.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see page 17 of the instructions Also, see page 1, item I)	529,636,774.	1,015,459,954.	1,195,692,532.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	415,528,308.	858,560,808.	
	29 Retained earnings, accumulated income, endowment, or other funds	114,108,466.	156,899,146.	
	30 Total net assets or fund balances (see page 18 of the instructions)	529,636,774.	1,015,459,954.	
31 Total liabilities and net assets/fund balances (see page 18 of the instructions)	529,636,774.	1,015,459,954.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	529,636,774.
2 Enter amount from Part I, line 27a	2	922,336,381.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,451,973,155.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	436,513,201.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,015,459,954.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	517,198,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">}</div> </div>	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 19 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2005	23,267,039.	573,119,375.	0.04059719496
2004	23,591,573.	496,148,207.	0.04754944726
2003	18,969,674.	439,911,077.	0.04312161023
2002	20,810,250.	383,659,182.	0.05424150125
2001	23,240,723.	407,387,867.	0.05704814719

2 Total of line 1, column (d)	2	0.24255790089
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04851158018
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	1,078,577,844.
5 Multiply line 4 by line 3	5	52,323,516.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,426,518.
7 Add lines 5 and 6	7	57,750,034.
8 Enter qualifying distributions from Part XII, line 4	8	63,347,918.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 19.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,426,518.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,426,518.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,426,518.
6	Credits/Payments		
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	9,077,411.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,077,411.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	500.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,650,393.
11	Enter the amount of line 10 to be Credited to 2007 estimated tax	11	3,650,393. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 20 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions) CO,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities Continued

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of THE ANSCHUTZ CORPORATION Telephone no 303-298-1000			
	Located at 555 17TH ST, SUITE 2400 DENVER, CO ZIP + 4 80202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrues during the year 15			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2006?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2006 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2006)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2006?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required Continued

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 23 of the instructions)? ☐ **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X
If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☐ N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		234,826.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *Continued***3** Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 25 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	719,032,187.
b	Average of monthly cash balances	1b	371,193,735.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	4,776,965.
d	Total (add lines 1a, b, and c)	1d	1,095,002,887.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,095,002,887.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	16,425,043.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,078,577,844.
6	Minimum investment return. Enter 5% of line 5	6	53,928,892.

Part XI Distributable Amount (see page 26 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	53,928,892.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	5,426,518.
b	Income tax for 2006 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,426,518.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	48,502,374.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	48,502,374.
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	48,502,374.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	63,347,918.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	63,347,918.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 27 of the instructions)	5	5,426,518.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,921,400.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				48,502,374.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			23,839,379.	
b Total for prior years				
3 Excess distributions carryover, if any, to 2006				
a From 2001				
b From 2002	NONE			
c From 2003	NONE			
d From 2004	NONE			
e From 2005				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ 63,347,918.				
a Applied to 2005, but not more than line 2a			23,839,379.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2006 distributable amount				39,508,539.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				8,993,835.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)				
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2002				
b Excess from 2003	NONE			
c Excess from 2004	NONE			
d Excess from 2005				
e Excess from 2006				

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .

Tax year

Prior 3 years

(e) Total

(a) 2006

(b) 2005

(c) 2004

(d) 2003

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income .

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				63,076,654.
Total			3a	63,076,654.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e) **13** 549,458,311.
(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
▼	

NOT APPLICABLE

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge</p>			
<p><i>[Signature]</i></p>		<p>11/01/08</p>	<p>EXECUTIVE DIRECTOR</p>
<p>Signature of officer or trustee</p>		<p>Date</p>	<p>Title</p>
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>Preparer's SSN or PTIN (See Signature on page 31 of the instructions)</p>
<p>EIN</p>			<p>Phone no</p>

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2006

Name of organization

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions)

General Rule -

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2006)

Name of organization **THE ANSCHUTZ FOUNDATION**

Employer identification number

74-2316617**Part I Contributors** (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANSCHUTZ COMPANY 555 17TH STREET, SUITE 2400 DENVER, CO 80202	443,032,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **THE ANSCHUTZ FOUNDATION**

Employer identification number

74-2316617**Part II** Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>53,500,000 QWEST SHARES</u> _____ _____ _____	\$ <u>443,032,500.</u>	<u>VARIOUS</u> _____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US BANK	3,722.	3,722.
PEQUOT PRIVATE EQUITY FUND	6,444.	6,444.
TOWERBROOK INVESTORS LP	636,057.	636,057.
WSW 1996 BUYOUT FUND LP	39,869.	39,869.
JULIUS BAER INSTIT INV EQUITY FUND	2,821,096.	2,821,096.
TOWERBROOK INVESTORS II LP	687.	687.
	-----	-----
TOTAL	3,507,875.	3,507,875.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SSB/CALAMOS ADVISORS	279,404.	279,404.
SSB/DF DENT & COMPANY	632,096.	632,096.
SSB/GRISANTI BROWN	556,930.	556,930.
SSB/HORIZON ASSET MANAGEMENT INC.	668,634.	668,634.
SSB/I SHARE	524,049.	524,049.
SSB/IRONWOOD INTNL	13,265.	13,265.
SSB/KAYNE ANDERSON	78,932.	78,932.
SSB/LAPIDES ASSET MGMT	143,168.	143,168.
SSB/LIGHTHOUSE DIVERSIFIED	32,106.	32,106.
MACKAY SHIELDS FINANCIAL CORP	38,910.	38,910.
SSB/NEWGATE LLP	675,156.	675,156.
SSB/NWQ INVESTMENT MANAGEMENT COMPANY	1,288,905.	1,288,905.
SSB/PENN CAPITAL MANAGEMENT	365,794.	365,794.
SSB/PRIVATE CAPITAL MANAGEMENT	478,006.	478,006.
SOLOMON SMITH BARNEY	16,644,112.	16,644,112.
SSB/SCHAFFER CULLEN	2,663,915.	2,663,915.
SSB/SNOW CAPITAL MANAGEMENT	1,372,452.	1,372,452.
SSB MUTUAL FUND ACCOUNT	228,342.	228,342.
THIRD AVENUE MGMT	607,278.	607,278.
QWEST	52,903.	52,903.
VANGUARD GROUP	36,036.	36,036.
	-----	-----
TOTAL	27,380,393.	27,380,393.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MISCELLANEOUS INCOME	1,371,127.	1,371,127.
ROYALTY INCOME	168.	168.
	-----	-----
TOTALS	1,371,295.	1,371,295.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	25,848.			25,848.
	-----	-----	-----	-----
TOTALS	25,848.	NONE	NONE	25,848.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT AND CONSULTING SERV	3,080,332.	3,080,332.
	-----	-----
TOTALS	3,080,332.	3,080,332.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	167.	17.	150.
PAYROLL TAXES	13,815.	1,381.	12,434.
FOREIGN TAXES WITHHELD	627.	627.	
FEDERAL INCOME TAX ON INVSTMT	1,626,786.	1,626,786.	
OTHER BUSINESS TAX	131.		131.
	-----	-----	-----
TOTALS	1,641,526.	1,628,811.	12,715.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MISCELLANEOUS CONTRIBUTIONS	3,075.		3,075.
MAINTENANCE	2,860.		2,860.
OFFICE SUPPLIES	607.	61.	546.
TELEPHONE	960.		960.
OTHER MISCELLANEOUS EXPENSES	6,552.	645.	5,907.
FROM PASS THROUGH ENTITIES	2,072,685.	2,072,685.	
	-----	-----	-----
TOTALS	2,086,739.	2,073,391.	13,348.
	=====	=====	=====

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID FEDERAL TAXES	9,077,411.	9,077,411.
	-----	-----
TOTALS	9,077,411.	9,077,411.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY CALAMOS	50,872,406.	62,278,317.
HELD BY DF DENT	60,834,324.	87,274,121.
HELD BY GOLDEN TREE	10,000,000.	15,558,685.
HELD BY GRISANTI BROWN	27,224,622.	34,371,891.
HELD BY HORIZON ASSET MGMT	41,685,388.	60,180,822.
HELD BY IRONWOOD INT'L	NONE	1,894,491.
HELD BY SSB/I SHARE	42,378,118.	42,878,300.
HELD BY LAPIDES	-180,816.	21,808,163.
HELD BY LIGHTHOUSE DIVERSIFIED	NONE	NONE
HELD BY NEWGATE LLP	24,854,616.	34,285,569.
HELD BY NWQ INVESTMENT MGMT	30,610,665.	36,449,193.
HELD BY PENN CAPITAL MGMT	39,399,837.	41,657,724.
HELD BY PIMCO	20,000,000.	28,947,523.
HELD BY PRIVATE CAP MGMT	NONE	NONE
QWEST	8,548,794.	6,832,851.
HELD BY SCHAFER CULLEN	46,497,370.	60,877,852.
HELD BY SNOW CAPITAL MGMT	50,697,048.	51,991,405.
HELD BY SSB MUTUAL FUND ACCT	19,878,371.	27,137,361.
HELD BY THIRD AVE MGMT	24,437,761.	31,568,525.
HELD BY VANGUARD	35,000,000.	39,303,711.
	-----	-----
TOTALS	532,738,504.	685,296,504.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY SSB/MCKAY SHIELDS	2,335,818.	744,789.
	-----	-----
TOTALS	2,335,818.	744,789.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES	82,206,895.	111,472,502.
	-----	-----
TOTALS	82,206,895.	111,472,502.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
PY BOOK/TAX DIFFERENCES	1,569,263.
BOOK/TAX DIFFERENCE IN QWEST BASIS	432,401,615.
PY BOOK/TAX DIFFERENCE IN QWEST BASIS	2,542,323.

TOTAL	436,513,201.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN/DIRECTOR - NOMINAL	1,667.	NONE	NONE
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	1,667.	NONE	NONE
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VP/DIRECTOR - NOMINAL	NONE	NONE	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	NONE	NONE	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXEC DIR/DIRECTOR 40.00	186,491.	NONE	NONE
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT/DIRECTOR 4-8	20,000.	NONE	NONE
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	1,667.	NONE	NONE
ELIZABETH A. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	NONE	NONE	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES - NOMINAL	NONE	NONE	NONE
DARLA D. DESAUTELS 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY - NOMINAL	NONE	NONE	NONE
TIMOTHY BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	1,667.	NONE	NONE
CHRISTOPHER HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	1,667.	NONE	NONE
	GRAND TOTALS	234,826.	NONE	NONE

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2006

Name of estate or trust

Employer identification number

THE ANSCHUTZ FOUNDATION

74-2316617

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
1	SEE STATEMENT 1			60,941,530.	55,229,893.	5,711,637.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2005 Capital Loss Carryover Worksheet					4 ()
5	Net short-term gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on line 13, column (3) below					5 5,711,637.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
6	SEE STATEMENT 2			727,563,451.	216,076,340.	511,487,111.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9	Capital gain distributions					9
10	Gain from Form 4797, Part I					10
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2005 Capital Loss Carryover Worksheet					11 ()
12	Net long-term gain or (loss). Combine lines 6 through 11 in column (f). Enter here and on line 14a, column (3) below					12 511,487,111.

Part III Summary of Parts I and II

Caution: Read the instructions *before* completing this part.

	(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		5,711,637.
14 Net long-term gain or (loss):			
a Total for year	14a		511,487,111.
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 36).	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		517,198,748.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2006

Part IV Capital Loss Limitation**16** Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of:**a** The loss on line 15, column (3) **or****b** \$3,000**16** ()If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 39 of the instructions to determine your capital loss carryover**Part V Tax Computation Using Maximum Capital Gains Rates** (Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22 is more than zero.)**Note:** If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V. Otherwise, go to line 17

17	Enter taxable income from Form 1041, line 22	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,050	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27; go to line 28 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Multiply line 26 by 5% (.05)	27	
28	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 through 31, go to line 32 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28	
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29	
30	Subtract line 29 from line 28	30	
31	Multiply line 30 by 15% (.15)	31	
32	Figure the tax on the amount on line 23. Use the 2006 Tax Rate Schedule on page 23 of the instructions	32	
33	Add lines 27, 31, and 32	33	
34	Figure the tax on the amount on line 17. Use the 2006 Tax Rate Schedule on page 23 of the instructions	34	
35	Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041	35	

Schedule D (Form 1041) 2006

74-2316617

JSA
6F0971 2 000

THE ANSCHUTZ FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

74-2316617

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
STOCK HELD BY CALAMOS ADVISORS	VARIOUS	VARIOUS	29,121,139.	26,763,269.	2,357,870.
STOCK HELD BY DF DENT & COMP	VARIOUS	VARIOUS	19,690,053.	16,906,986.	2,783,067.
STOCK HELD BY GRISANTI BROWN	VARIOUS	VARIOUS	16,628,334.	19,224,094.	-2,595,760.
STOCK HELD BY HORIZON ASSET MANAGEMENT INC.	VARIOUS	VARIOUS	12,145,618.	9,842,460.	2,303,158.
STOCK HELD BY LIGHTHOUSE	01/01/2006	11/30/2007	36,309,554.	28,471,848.	7,837,706.
STOCK HELD BY MACKAY SHIELDS	VARIOUS	VARIOUS	190,741.	188,086.	2,655.
STOCK HELD BY NEWGATE	VARIOUS	VARIOUS	21,342,098.	15,935,354.	5,406,744.
STOCK HELD BY NWQ INV MGMT	VARIOUS	VARIOUS	11,315,979.	8,085,343.	3,230,636.
STOCK HELD BY PENN CAPITAL MANAGEMENT	VARIOUS	VARIOUS	36,458,666.	33,038,632.	3,420,034.
STOCK HELD BY PEQUOT CAPITAL MANAGEMENT INC	VARIOUS	VARIOUS	430,141.	430,141.	
STOCK HELD BY PRIV CAP MGMT	VARIOUS	VARIOUS	26,722,618.	22,016,988.	4,705,630.
STOCK HELD BY SCHAFER CULLEN	VARIOUS	VARIOUS	9,366,669.	7,549,288.	1,817,381.
STOCK HELD BY SNOW CAP MGMT	VARIOUS	VARIOUS	23,280,187.	15,737,621.	7,542,566.
STOCK HELD BY TAHOMA INTERNATIONAL LTD	VARIOUS	VARIOUS	82,074.		82,074.
STOCK HELD BY THIRD AVE MGMT	VARIOUS	VARIOUS	3,934,131.	3,540,828.	393,303.
QWEST	VARIOUS	VARIOUS	472,884,573.	8,345,402.	464,539,171.
LONG-TERM GAIN FROM PASS THROUGH	VARIOUS	VARIOUS	7,660,876.		7,660,876.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			727,563,451.	216,076,340.	511,487,111.
Totals			727,563,451.	216,076,340.	511,487,111.

FEDERAL FOOTNOTES

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STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART VII-B, QUESTION 5C:

THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753), HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P. ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

Substantiation of Exercise of Expenditure Responsibility

The Anschutz Foundation

TIN 74-2316617

Tax Year Ended 11/30/2007

Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$ 2,779,554	Various	General Operating Support	\$2,779,554	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$ 155,000	Various	General Operating Support	\$ 155,000	No	Monthly	N/A
3. Brown Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 20,000 \$ 30,000 \$ 20,000 \$ 50,000	6/26/2007 9/6/2007 10/31/2007 11/15/2007	General Operating Support	\$ 89,500	No	Monthly	N/A
4. The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$ 15,000 \$ 25,000 \$ 25,000 \$ 25,000 \$ 30,000 \$ 25,000	1/9/2007 4/11/2007 4/30/2007 6/8/2007 8/27/2007 10/23/2007	General Operating Support	\$ 121,195	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 50,000 \$ 50,000	3/22/2007 10/16/2007	General Operating Support	\$ 26,100	No	Monthly	N/A

THE ANSCHUTZ FOUNDATION

Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals.

Proposal deadlines are February 1, June 1 and September 1 each year.

Applications should be sent to

Mr. LaVoy Robison
Executive Director
The Anschutz Foundation
1727 Tremont Pl.
Denver, CO 80202
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items.

- Name of organization as recognized by the Internal Revenue Service
- Address and telephone number.
- Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and amount requested of the Foundation
- Sources of other funding a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations
- Signature and title of project director and chief administrator (President, Executive Director, or other)
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request
- Financial statements, audited if available

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

Grants Awarded
December 1, 2006 through November 30, 2007

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
2Xtreme, Inc	General operating support	\$ 20,000
Act One, Inc	Project support	\$ 10,000
Adoption Exchange, The	General operating support	\$ 35,000
Alliance for Choice in Education	General operating support	\$100,000
Alpha North America	Project support	\$1,000,000
Alzheimer's Disease and Related Disorders Association	Project support	\$ 25,000
American Academy of Achievement Corporation	Project support	\$ 25,000
American Conservative Union Foundation, The	General operating support	\$ 5,000
American Enterprise Institute for Public Policy Research	General operating support	\$ 25,000
American Lung Association of Colorado	Project support	\$ 5,000
American Museum of Natural History	General operating support	\$ 50,000
American Society for the Prevention of Cruelty to Animals	General operating support	\$ 3,000
American Spectator Foundation, Inc , The	Project support	\$ 10,000
Americans for Prosperity Foundation	General operating support	\$ 15,000
America's Future Foundation	General operating support	\$ 15,000
Art Association of Jackson Hole	Project support	\$ 5,000
Art Students League of Denver	General operating support	\$ 20,000
Aspen Diversified Industries Services	General operating support	\$ 5,000
Assistance League of Denver	Project support	\$ 5,000
Baltimore Community Foundation	Project support	\$100,000
Belay Enterprises Inc	General operating support	\$ 20,000
Bicycle Colorado	General operating support	\$ 25,000
Bill of Rights Institute	General operating support	\$ 10,000
Bottomless Closet	General operating support	\$ 20,000

Grants Awarded
December 1, 2006 through November 30, 2007

Boy Scouts of America	General operating support	\$ 53 500
Boy Scouts of America	Capital campaign	\$1,000 000
Boys and Girls Clubs of Metro Denver	General operating support	\$110,000
Breckenridge Outdoor Education Center	General operating support	\$ 10 000
Brent Eley Foundation	Capital campaign	\$250,000
Bridges of Silence	General operating support	\$ 10,000
Brown Family Foundation	General operating support	\$120,000
Brown University	Project support	\$ 10,000
Business Executives for National Security	Project support	\$350,000
Butterfly Pavilion and Insect Center	General operating support	\$ 10,000
Byrne Foundation	General operating support	\$ 10,000
Capital Research Center	General operating support	\$ 10,000
Cato Institute	General operating support	\$ 45,000
Central City Opera House Association	Project support	\$ 1,000
CEO Forum	General operating support	\$ 50,000
Cherry Hills Community Church	Capital campaign	\$500,000
Child Advocates Denver CASA	General operating Support	\$ 50,000
Children Network International Inc.	Project support	\$ 2,500
Children of Peace International	General operating support	\$ 25,000
Children's Garden Montessori Preschool	General operating support	\$ 10,000
Children's Hopechest	Project support	\$ 5,000
Children's Museum of Denver, Inc	Project support	\$ 20,000
Children's Treehouse Foundation	General operating support	\$ 25,000
Christian P Anschutz Foundation	General operating support	\$145,000
Christ's Body Ministries	General operating support	\$ 25,000
Church in the City	General operating support	\$ 50,000
Church of the Ascension - Denver	Capital Campaign and Project support	\$110,000
Church of the Holy Ghost	General operating support	\$ 20,000

**Grants Awarded
December 1, 2006 through November 30, 2007**

Church World Service	Project support	\$ 10 000
Clare Boothe Luce Policy Institute	General operating support	\$ 15 000
Claremont Institute	General operating support	\$ 25,000
Clyfford Still Museum	Capital Campaign	\$2,250,000
Colfax Community Network	General operating support	\$ 10,000
Collegiate Network	Project support	\$ 10 000
Colorado Academy	Project support	\$ 10,000
Colorado Council on Economic Education	General operating support	\$ 15,000
Colorado Food Bank Association	General operating support	\$ 10,000
Colorado Fourteeners Initiative	General operating support	\$ 75,000
Colorado Haiti Project	General operating support	\$ 20,000
Colorado HAWKS	General operating support	\$ 10,000
Colorado Neurological Institute	General operating support	\$ 5,000
Colorado SIDS Program Inc., The	General operating support	\$ 5,000
Colorado State University Foundation	Project support	\$ 25,000
Colorado Symphony Association	Capital Campaign and Project support	\$4,000,000
Colorado Symphony Association	General operating support	\$280,000
Colorado UpLIFT	General operating support	\$ 50,000
Colorado Wheelchair Basketball	Project support	\$ 5,000
Colorado Youth at Risk	Project support	\$ 25,000
Columbus Foundation, The	Project support	\$150 000
Common Good Institute, Inc., The	General operating grant	\$100,000
Common Sense Media	General operating support	\$ 50,000
Community Church of Joy	Project support	\$ 25,000
Community Foundation for the National Capital Region	Project Support	\$100,000
COMPA Food Bank Ministry	Capital Campaign	\$ 20,000
Concerts for Kids	General operating support	\$ 2,500

Grants Awarded
December 1, 2006 through November 30, 2007

Congressional Medal of Honor Society Colorado Convention	Project support	\$ 50,000
Covenant House International	General operating support	\$ 20,000
Craig Hospital	General operating support	\$ 50,000
Dalit Freedom Network	Project support	\$200,000
Davis Phinney Foundation	General operating support	\$ 10,000
Denver Art Museum	Project support	\$1,500,000
Denver Botanic Gardens	General operating support	\$ 50,000
Denver Center for the Performing Arts	Project support	\$ 25,000
Denver Children's Home	General operating support	\$ 25,000
Denver Dumb Friends League	General operating support	\$ 10,000
Denver Foundation, The	Project support	\$250,000
Denver Justice Council, Inc.	General operating support	\$ 10,000
Denver Museum of Nature & Science	General operating support	\$ 50,000
Denver Parks & Recreation Foundation/Gates Tennis Center	Project support	\$ 10,000
Denver Police Foundation	General operating support	\$393,900
Denver Public Library Friends Foundation	Project support	\$ 10,000
Denver Public Schools Foundation	Project support	\$ 40,000
Denver Rescue Mission	General operating support	\$ 10,000
Denver Scholarship Foundation	Project support	\$1,000,000
Denver Seminary	General operating support	\$ 10,000
Denver Street School, The	Project support	\$ 20,000
Denver Zoological Foundation, Inc	General operating support	\$ 60,000
Devil Pups, Inc	General operating support	\$ 5,000
Dolores Project, The	General operating support	\$ 10,000
Dove Foundation, The	General operating support	\$ 35,000
Elsie Whitlow Stokes Community Freedom Public Charter School	Project support	\$ 10,000
Emily Griffith Foundation Inc	General operating support	\$ 20,000

Grants Awarded
December 1, 2006 through November 30, 2007

Enough is Enough	General operating support	\$ 10,000
Everybody Wins! USA	General operating support	\$ 20,000
Excelsis Center, Inc	Project support	\$ 7,500
Families First	Project support	\$ 20,000
Family Advocacy, Care, Education, Support	General operating support	\$ 20,000
Family Star	General operating support	\$ 25,000
Federalist Society for Law & Public Policy Studies	General operating support	\$ 10,000
Feminists for Life of America	General operating support	\$ 5,000
FINCA International	General operating support	\$ 10,000
Fire Works for Kids Foundation	General operating support	\$ 25,000
First Judicial District Bar Association Legal Assistance Program	General operating support	\$ 5,000
Food Bank of the Rockies	Project support	\$425,000
Foundation Fighting Blindness	General operating support	\$ 2,500
Foundation for a Better Life	General operating support	\$2,779,554
Foundation for Teaching Economics	General operating support	\$ 5,000
Freedom Works Foundation	General operating support	\$ 7,500
Friends First, Inc	General operating support	\$ 10,000
Friends of Beckwith Ranch Inc	General operating support	\$ 5,000
Friends of the West Custer County Library District Inc	General operating support	\$ 2,000
Front Range Educational Media Corporation	General operating support	\$ 2,500
Fund for American Studies, The	General operating support	\$ 7,500
Gathering Place	General operating support	\$ 50,000
Global Health Connections	General operating support	\$ 25,000
Go For It Foundation	Project support	\$ 25,000
Good News Communication	General operating support	\$ 50,000
Graland Country Day School	Project and capital support	\$1 100,000
Greater Kansas City Community Foundation	Project support	\$ 50,000
Griffith Centers for Children	General operating support	\$ 5,000

**Grants Awarded
December 1, 2006 through November 30, 2007**

Gideons International, The	Project support	\$ 10,000
GuideStar	General operating support	\$ 1,000
Guiding Eyes for the Blind	Project support	\$ 5,000
Hashim Khan Foundation	Project support	\$ 25,000
Heritage Foundation, The	General operating support	\$175,000
Heuga Center, The	General operating support	\$ 5,000
Hillsdale College	General operating support	\$ 75,000
Hollywood Entertainment Alliance	General operating support	\$ 10,000
Home Depot Center Charitable Foundation	Project support	\$ 15,000
Hope House of Colorado	General operating support	\$ 5,000
Horatio Alger Association of Distinguished Americans, Inc.	Project support	\$ 35,000
Horizons Student Enrichment Program	Program support	\$ 30,000
Hunt Family Foundation	General operating support	\$ 50,000
Independence Institute	General operating support	\$ 40,000
Independent Women's Forum	General operating support	\$ 5,000
Institute for American Values	General operating support	\$ 5,000
Institute for Humane Studies	General operating support	\$ 5,000
International Justice Mission, Inc.	General operating support	\$ 20,000
Joy to the World Foundation	Project support	\$100,000
Judi's House	General operating support	\$ 5,000
Junior Achievement Inc.	General operating support	\$ 25,000
Kansas University Endowment Association	Capital campaign	\$500,000
Kansas University Endowment Association	Project support	\$ 5,000
Kempe Foundation, The	Capital campaign	\$2,200,000
Kids' Pages Cares, Incorporated	General operating support	\$ 20,000
Kids Tek	Project support	\$ 30,000
KIPP Sunshine Peak Academy	General operating support	\$ 10,000
LA SCORES	General operating support	\$ 10,000

Grants Awarded
December 1, 2006 through November 30, 2007

Lake Eldora Racing Team Association	General operating support	\$ 2,500
Landmark Legal Foundation	General operating support	\$ 15,000
Latter Day Saint Charities	General operating support	\$ 50,000
Leadership Foundation of America	General operating support	\$ 50,000
Leadership Institute, The	General operating support	\$ 10,000
Leadership Network	Project support	\$2,660,000
Limb Preservation Foundation, The	Project support	\$ 50,000
Lincoln Institute for Research and Education, The	General operating support	\$ 5,000
Lost and Found Inc.	General operating support	\$ 20,000
Make A Wish Foundation	General operating support	\$ 5,000
Manhattan Institute for Policy Research	General operating support	\$ 50,000
Marine Toys for Tots Foundation	General operating support	\$ 20,000
Meals on Wheels of Boulder	General operating support	\$ 8,000
Media Research Center	General operating support	\$ 15,000
Men for the cure Foundation	Project support	\$ 5,000
Mental Health America of Colorado	General operating support	\$150,000
Mental Health America of Colorado	Project support	\$500,000
Mercatus Center Inc.	General operating support	\$ 7,500
Metro Denver Health & Wellness Commission	General operating support	\$ 10,000
Mile High United Way	General Operating Support	\$ 25,000
Mile High United Way	Capital campaign	\$700,000
Milestones Project	General operating support	\$ 10,000
Monarchs Care Foundation	Project support	\$ 5,000
MOPS International Inc	General operating support	\$ 10,000
Morality in Media Inc	General operating support	\$ 10,000
Morry's Camp	General operating support	\$ 5,000
Mothers Against Drunk Driving	General operating support	\$ 10,000
Mountain Area Land Trust	General operating support	\$ 5,000
Mountain States Legal Foundation	General operating support	\$ 15,000

Grants Awarded
December 1, 2006 through November 30, 2007

National Association of Counsel for Children	General operating support	\$ 15 000
National Association of Intercollegiate Athletics	Project support	\$ 10 000
National Center for Policy Analysis	General operating support	\$ 30,000
National Council for Adoption	General operating support	\$ 10,000
National Disaster Search Dog Foundation	General operating support	\$ 10 000
National Fatherhood Initiative	General operating support	\$ 10,000
National Law Center for Children and Families	General operating support	\$ 7,500
National Legal Center for the Public Interest	General operating support	\$ 10,000
National Park Foundation	General operating support	\$ 5,000
National Prayer Committee Inc.	General operating support	\$ 7,500
National Repertory Orchestra	General operating support	\$ 10,000
National Right to Work Legal Defense and Education Foundation Inc.	General operating support	\$ 15,000
National Soccer Hall of Fame	General operating support	\$ 10,000
National Underground Railroad Freedom Center	General operation support	\$100,000
New Life in Christ Church and Community Development	Project support	\$ 5,000
Northeast Colorado House of Hope	General operating support	\$ 10 000
Notebaert Nature Meseum, The	General operating support	\$ 50,000
NWCCOG Foundation Inc	Project support	\$ 75,000
Open Door Ministries	General operating support	\$ 10,000
Open Door Mission, The	General operating support	\$ 5,000
Outward Bound, Inc	Project support	\$1,250,000
Pacific Legal Foundation	General operating support	\$ 20,000
Pacific Research Institute For Public Policy	General operating support	\$ 30,000
Parents Television Council Inc	Project support	\$ 25,000
Pathways Church	Capital campaign	\$ 20,000
PeaceJam Foundation	General operating support	\$ 25,000
Philanthropy Roundtable	Project support	\$ 15,665
Preston Ranch Ministries	Project support	\$ 10,000

Grants Awarded
December 1, 2006 through November 30, 2007

Princeton University	General operating support	\$ 25,000
Prison Fellowship Ministries	General operating support	\$100,000
Project 1 27 Adoption	General operating support	\$ 5,000
Providence Network	Capital campaign	\$500,000
Providers' Resource Clearinghouse	General operating support	\$ 10,000
Public Education & Business Coalition	General operating support	\$ 5,000
Rainbow Bridge	General operating support	\$ 7,500
Random Acts of Kindness Foundation	General operating support	\$155,000
Relevate	General operating support	\$ 10,000
Riverwalk Performing Arts Center	Capital campaign	\$150,000
Rocky Mountain Cancer Centers Foundation	General operating support	\$ 5,000
Rocky Mountain Children's Choir	General operating support	\$ 30,000
Rocky Mountain Children's Law Center	General operating support	\$ 5,000
Rocky Mountain Lions Eye Institute Foundation	General operating support	\$100,000
Rocky Mountain MS Center	General operating support	\$ 10,000
Russell's Original Art Review	Project support	\$ 100
Sacred Heart House of Denver	General operating support	\$ 25,000
SafeHouse Denver, Inc	General operating support	\$ 20,000
Saint John's Cathedral	General operating support	\$ 20,000
Salida Area Parks Open Space and Trails	General operating support	\$ 5,000
Salida Steamplant Theatre and Performing Arts Center	General operating support	\$ 1,000
Salvation Army-Intermountain Division	Project support	\$1,100,000
Samaritan House	Project support	\$ 15,000
Samaritan Institute, The	Project support	\$ 50,000
San Francisco Foundation, The	Project support	\$166,500
Scum of the Earth Church	General operating support	\$ 10,000
Senior Inc	General operating support	\$ 10,000
Sense of Security	General operating support	\$ 10,000

Grants Awarded
December 1, 2006 through November 30, 2007

Smile Train, The	Project support	\$ 10,000
Smithsonian Institution	General operating support	\$ 10,000
Soldiers' Angels	General operating support	\$ 2,500
South Platte Valley Historical Society	General operating support	\$ 1,000
Southern Chaffee County Regional Library District	General operating support	\$ 2,000
Southern Virginia University	General operating support	\$ 30,000
Sportswomen of Colorado	General operating support	\$ 2,500
St Francis Center	General operating support	\$ 10,000
St Francis Center	Capital campaign	\$250,000
Stanford Law School	General operating support	\$ 25,000
Staples Center Foundation	Project support	\$200,000
Summit Foundation	Project support	\$ 50,000
Summit Public Radio and TV Inc.	Project support	\$ 25,000
Swallow Hill Music Association	General operating support	\$ 10,000
Tax Foundation	General operating support	\$ 10,000
Tennyson Center for Children at Colorado Christian Home	General operating support	\$ 20,000
Third Way Center	General operating support	\$ 10,000
Tri Valley Senior Citizens Association	General operating support	\$ 7,500
U S. Coast Guard Band	Project support	\$ 4,000
University of Colorado Hospital Authority	Project support	\$181,671
University of Colorado Foundation	Capital campaign and project support	\$27,260,264
University of Denver-Colorado Seminary	Project support	\$1,500,000
University of Denver-GSSW-Bridge Project	General operating support	\$ 15,000
Up With People	Project support	\$ 10,000
Urban League of Metropolitan Denver, Inc , The	General operating support	\$ 10,000
Volunteer Interfaith Caregivers-SW	General operating support	\$ 10,000
Volunteers of America	Project support	\$425,000
Warren Village	General operating support	\$ 50,000

Grants Awarded
December 1, 2006 through November 30, 2007

Washington Legal Foundation	General operating support	\$ 50,000
Web Wise Kids	General operating support	\$ 15,000
Wet Mountain Valley Community Foundation, Inc	General operating support	\$ 15,000
Whiz Kids Tutoring	General operating support	\$ 15,000
World Evangelical Alliance	General operating support	\$ 50,000
Yale University	Project support	\$ 25,000
Young America's Foundation	Project support	\$ 5,000
Young Life	General operating support	\$ 55,000
Youth for Christ USA, Inc	General operating support	\$ 5,000
Youth With A Vision	General operating support	\$ 25,000
		<hr/>
		\$63,076,654

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
29121139.		STOCK HELD BY CALAMOS ADVISORS PROPERTY TYPE: SECURITIES 26763269.				VARIOUS 2,357,870.	VARIOUS
19690053.		STOCK HELD BY DF DENT & COMP PROPERTY TYPE: SECURITIES 16906986.				VARIOUS 2,783,067.	VARIOUS
16628334.		STOCK HELD BY GRISANTI BROWN PROPERTY TYPE: SECURITIES 19224094.				VARIOUS -2595760.	VARIOUS
12145618.		STOCK HELD BY HORIZON ASSET MANAGEMENT I PROPERTY TYPE: SECURITIES 9,842,460.				VARIOUS 2,303,158.	VARIOUS
36180908.		STOCK HELD BY IRONWOOD PROPERTY TYPE: SECURITIES 28471848.				VARIOUS 7,709,060.	VARIOUS
23345992.		STOCK HELD BY LAPIDES PROPERTY TYPE: SECURITIES 26758045.				VARIOUS -3412053.	VARIOUS
36309554.		STOCK HELD BY LIGHTHOUSE PROPERTY TYPE: SECURITIES 28471848.				01/01/2006 7,837,706.	11/30/2007
190,741.		STOCK HELD BY MACKAY SHIELDS PROPERTY TYPE: SECURITIES 188,086.				VARIOUS 2,655.	VARIOUS
21342098.		STOCK HELD BY NEWGATE PROPERTY TYPE: SECURITIES 15935354.				VARIOUS 5,406,744.	VARIOUS
11315979.		STOCK HELD BY NWQ INV MGMT PROPERTY TYPE: SECURITIES 8,085,343.				VARIOUS 3,230,636.	VARIOUS
36458666.		STOCK HELD BY PENN CAPITAL MANAGEMENT PROPERTY TYPE: SECURITIES 33038632.				VARIOUS 3,420,034.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
430,141.		STOCK HELD BY PEQUOT CAPITAL MANAGEMENT PROPERTY TYPE: SECURITIES 430,141.				P	VARIOUS	VARIOUS
26722618.		STOCK HELD BY PRIV CAP MGMT 22016988.					VARIOUS	VARIOUS
9,366,669.		STOCK HELD BY SCHAFFER CULLEN PROPERTY TYPE: SECURITIES 7,549,288.				P	VARIOUS	VARIOUS
23280187.		STOCK HELD BY SNOW CAP MGMT PROPERTY TYPE: SECURITIES 15737621.				P	VARIOUS	VARIOUS
82,074.		STOCK HELD BY TAHOMA INTERNATIONAL LTD PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,934,131.		STOCK HELD BY THIRD AVE MGMT PROPERTY TYPE: SECURITIES 3,540,828.				P	VARIOUS	VARIOUS
472884573.		QWEST PROPERTY TYPE: SECURITIES 8,345,402.				D	VARIOUS	VARIOUS
1,414,630.		SHORT TERM GAIN FROM PASS THROUGH ENTITI PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
7,660,876.		LONG-TERM GAIN FROM PASS THROUGH ENTITIE PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 517198748. =====	